

## House Bill 5315-22 (As Introduced)

**Contact:** Office of Policy and Legislative Affairs

**Agency:** Labor & Economic Growth

<b>Topic:</b>	Corporations
<b>Sponsor:</b>	Representatives Marleau (HB 5315), Wenke (HB 5316), Huizenga (HB 5317), Mortimer (HB 5318), Elsenheimer (HB 5320), Emmons (HB 5321), David Law (HB 5322), and Tobocman (HB 5323)
<b>Co-Sponsors:</b>	Representatives Baxter, Taub, and Vanderveen are co-sponsors of various bills.
<b>Committee:</b>	House Commerce
<b>Date Introduced:</b>	October 18, 2005
<b>Date of Summary:</b>	October 19, 2005

The bills make general amendments to the Business Corporation Act.

House Bill 5315 makes minor technical changes to Section 735 relating to foreign corporations.

House Bill 5316 changes the language relating to shareholders in Section 488 relating to dissolution of a corporation by action brought in circuit court.

House Bill 5317 provides that, unless otherwise provided in the act, amendments must be proposed by the board and may be conditioned by the board on any basis.

House Bill 5318 provides that, unless otherwise provided in a resolution by the board, the articles of incorporation, or the bylaws, a committee created pursuant to Section 527 may create one or more subcommittees. The committee may delegate all or part of its power or authority to a subcommittee.

House Bill 5319 states that, unless otherwise provided in the articles of incorporation, abstaining from a vote is not considered a vote cast on that action in determining whether a majority of votes have been cast.

House Bill 5320 is similar to House Bill 5319 and relates to voting by class of share.

House Bill 5321 permits delivery of a notice, report, statement, or communication to shareholders sharing a common address by delivery of a single notice to that address under certain conditions. Communications must be addressed to the group, notice must be given at least 60 days before first delivery, and no objection must have been received from any shareholder. "Address" is defined as including street address, post office box, electronic mail address, or facsimile number.

House Bill 5322 provides that documents become effective on the date of receipt. House Bill 5323 clarifies the definition of "willfully unfair and oppressive conduct" in Section 106 of the act by including the termination of employment or limitations on employment benefits to the extent that the actions interfere with distributions or other shareholder interests disproportionately as to the affected shareholder.

